

Exhibit F

1 CONFIDENTIAL - JONATHAN McCLOSKEY
2 IN THE UNITED STATES DISTRICT COURT
3 SOUTHERN DISTRICT OF NEW YORK
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6 MANBRO ENERGY CORPORATION,
7 individually and on behalf of
all those similarly situated,

8 Plaintiffs, Case No.
9 v. 20 Civ. 3773 (LGS)

10 CHATTERJEE ADVISORS, LLC,
CHATTERJEE FUND MANAGEMENT, LP,
11 CHATTERJEE MANAGEMENT COMPANY,
d/b/a THE CHATTERJEE GROUP, and
12 PURNENDU CHATTERJEE,

13 Defendants.

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16 *** CONFIDENTIAL ***

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18 VIDEOTAPED DEPOSITION OF JONATHAN McCLOSKEY

19 Via Remote Videoconference

20 Monday, May 3, 2021

21

22

23 Reported by:

24 Michele E. Eddy, RPR, CRR, CLR

25 JOB NO. 193113

<p style="text-align: right;">Page 266</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 some time. If you wanted to make an 3 application, you could have, but my 4 instruction for purposes of this deposition 5 stands.</p> <p>6 MR. SHERWOOD: Understood. Thank 7 you, Mr. McDonald. We object to any 8 assertion of privilege over any 9 communications with Emissary Holdings.</p> <p>10 Q Mr. McCloskey, is --</p> <p>11 MR. McDONALD: Mr. Sherwood, just for 12 the record, it's not just the 13 attorney-client privilege. We are talking 14 about ongoing litigation, and there is also 15 something called attorney work product 16 doctrine. But in any event, that is just 17 for the record. You may proceed.</p> <p>18 MR. SHERWOOD: For purposes of the 19 record, we object to the assertion of any 20 privilege.</p> <p>21 BY MR. SHERWOOD:</p> <p>22 Q Mr. McCloskey, who supervised 23 Emissary Holdings' work on behalf of Manbro or 24 Parkwood?</p> <p>25 A It would have been Chaya Slain until</p>	<p style="text-align: right;">Page 267</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 she left and then Joe Cary after she left.</p> <p>3 Q You did not supervise Emissary 4 Holdings' work?</p> <p>5 A I mean, how do you define supervise 6 specifically? I'm the boss of those two folks 7 that I mentioned, so I'm involved.</p> <p>8 Q Did Ms. Slain or Mr. Cary come to you 9 to seek advice, guidance, or instruction in 10 connection with their supervision of Emissary 11 Holdings' work?</p> <p>12 A From time to time.</p> <p>13 Q And about what matters did they seek 14 your advice, guidance, or instruction?</p> <p>15 A I guess what are you -- do you have 16 any specifics to ask about that or --</p> <p>17 Q I'm asking for your recollection.</p> <p>18 A Yeah, there were multiple milestones 19 in the project, and, you know, we could discuss 20 any of them.</p> <p>21 Q The milestones you reference, what 22 were those milestones?</p> <p>23 A I think foremost, to try to get a 24 good, independent valuation understanding of 25 what -- what Haldia was worth on the date the</p>
<p style="text-align: right;">Page 268</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 distribution was made or the release was made. 3 Pardon me.</p> <p>4 Then at one point after that, there 5 was, you know, just discussions whether we seek 6 to bring in outside counsel in addition to 7 Jones Day or open discussions with 8 Dr. Chatterjee. So that was one of the 9 milestones. Another was, I believe, an RFP 10 process for outside counsel, to which I think 11 the bottom result was Corsaro joining the 12 process. And then ultimately there was another 13 RFP process for a more significant law firm, 14 and that's where Cleary came into the process.</p> <p>15 Q Put aside the meetings that you 16 testified you had or, rather, the meetings we 17 -- withdrawn.</p> <p>18 How often did you communicate with 19 Mr. McGrath over email?</p> <p>20 A In terms of me writing to Matt, not 21 very often.</p> <p>22 Q How often would you say?</p> <p>23 A Maybe a few times a quarter at most.</p> <p>24 Q How often would he write to you 25 about -- withdrawn.</p>	<p style="text-align: right;">Page 269</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 How often would he write to you?</p> <p>3 A I think he would -- he would write to 4 the analyst, Chaya or Joe, and cc me maybe once 5 or twice a month.</p> <p>6 Q Did Emissary Holdings provide 7 information to you other than verbally or over 8 email? Allow me to rephrase my question. My 9 apologies. Withdrawn.</p> <p>10 Did Emissary Holdings provide you 11 with any reports, memoranda, or other written 12 material?</p> <p>13 A I'm sure he did produce some of 14 those.</p> <p>15 Q Are you aware that Emissary Holdings 16 was communicating with the press in connection 17 with this dispute?</p> <p>18 A Yes.</p> <p>19 Q Are you familiar with any 20 instructions that Parkwood gave to Emissary 21 Holdings with respect to press communications?</p> <p>22 A No.</p> <p>23 Q Did you discuss with anyone Emissary 24 Holdings' strategy with respect to the press?</p> <p>25 A I'm sure it was -- it was brought up</p>

<p style="text-align: right;">Page 270</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 in one of the many Zooms. 3 Q When you say you were sure that it 4 was brought up in one of those many Zooms, do 5 you have a specific recollection of that? 6 A I don't specifically, but I'm 7 assuming it was since Cleary was brought into 8 the picture. 9 Q Did you ever receive any oral reports 10 or updates about guidance or instruction given 11 to Emissary Holdings regarding its press 12 communications? 13 A Receive reports on instructions given 14 to Emissary Holdings by Parkwood? 15 Q I'll rephrase my question. 16 Did anyone from Manbro or Parkwood 17 ever speak to you about advice or instruction 18 provided to Emissary Holdings in connection 19 with the press outreach relating to this 20 dispute? 21 A Not that I recall. We were on a Zoom 22 when this was discussed. 23 Q Okay. Do you recall any discussion 24 other than that Zoom call about Emissary 25 Holdings' press outreach?</p>	<p style="text-align: right;">Page 271</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 A I don't believe so. 3 Q Who was present on that Zoom call? 4 A I believe the working group. I don't 5 recall specifically, but I believe the working 6 group that includes Emissary, Adrian, Peter 7 Donald, Cleary, Joe Cary, maybe Rob Sherman and 8 maybe Brad Smith. 9 Q When was that Zoom call? 10 A I'm guessing in 2020 sometime. 11 Q What was the substance of the 12 discussion on that Zoom call? 13 MR. McDONALD: I'll object to the 14 question. He testified that there were 15 multiple lawyers on the call, but if you 16 want to carve out a discussion of press 17 strategy, I think that's probably 18 privileged, but for purposes of allowing 19 this deposition to proceed, you can -- if 20 you want to carve that out, you can ask a 21 question about that. Without waiving any 22 rights, I'll allow that. 23 Q And Mr. McCloskey, you are going -- 24 you're not -- withdrawn. 25 Mr. McCloskey, you are not going to</p>
<p style="text-align: right;">Page 272</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 answer the question I just asked you without 3 the limitation your counsel just stated, 4 correct? 5 A Like -- 6 Q Let me rephrase my question. 7 Withdrawn. 8 You are going to adhere to your 9 counsel's instruction he just gave right now, 10 correct? 11 A I'll do my best. 12 Q Okay. Mr. McCloskey, putting aside 13 legal advice solicited or received during that 14 Zoom call, what was the substance of the 15 discussion regarding Emissary Holdings' press 16 strategy? 17 A You know, I believe it was one -- one 18 PR effort by Peter Donald. And I know it was 19 to include only the facts of the case. 20 Q Okay. Did anyone from Manbro or 21 Parkwood provide Mr. Donald any instructions 22 regarding Emissary Holdings' press outreach? 23 A I don't believe so. 24 Q What did Mr. Donald tell you about 25 Emissary Holdings' press outreach during that</p>	<p style="text-align: right;">Page 273</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 call? 3 A I believe it was just to include only 4 the facts of the case and beyond that, to place 5 articles or to hope that they get placed. I 6 don't understand the mechanics, but that was 7 his effort. 8 MR. SHERWOOD: So we're nearing the 9 end here, and so I would like to go off the 10 record and confer with my colleague, and 11 then we can come back and finish up. 12 MR. McDONALD: We have taken a lot of 13 breaks. If it's going to help you 14 streamline and get this over with, it's 15 been a long day, it is getting late, that 16 would be appreciated. 17 MR. SHERWOOD: Okay. 18 MR. McDONALD: Let's go off the 19 record. 20 VIDEO TECHNICIAN: The time is 6 p.m. 21 and we are going off the record. 22 (A brief recess was taken.) 23 VIDEO TECHNICIAN: The time is 6:06 24 p.m. and we are back on the record. 25</p>

<p style="text-align: right;">Page 274</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 BY MR. SHERWOOD: 3 Q Mr. McCloskey, do you know whether 4 any articles were published as a result of 5 Emissary Holdings' press outreach? 6 A I believe one article was published 7 or picked up in a periodical in India. 8 Q You're aware of no other 9 publications, whether in a newspaper or 10 otherwise, as a result of Emissary Holdings' 11 press outreach? 12 A That's correct. 13 Q Okay. Mr. McCloskey, what is a side 14 pocket investment? 15 A My understanding is that it is 16 investments that are generally embedded in 17 marketable funds or funds that are typically 18 composed of marketable assets but a portion, 19 what we side pocketed because they are either 20 illiquid or -- generally because they're 21 illiquid, and when you redeem, you don't redeem 22 fully, you still own a unit of the side pocket 23 until it's liquidated. 24 Q So a side pocket investment is an 25 illiquid investment?</p>	<p style="text-align: right;">Page 275</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 A In my experience, that tends to be 3 the reason. 4 Q Just to clarify, in your experience 5 it tends to be that side pocket investments are 6 illiquid? 7 A Yes. 8 Q And a side pocket investment cannot 9 be redeemed; is that correct? 10 A Until it's liquidated by the manager. 11 Q Could you please estimate for me 12 about how many side pocket investments Parkwood 13 has had during your tenure with the company? 14 A I really don't know the answer. I 15 can tell you it used to be more common than it 16 is today. It became very unpopular after 2008. 17 But prior to 2008, we probably had hedge funds 18 in particular that had some. 19 Q Do you recall any of the side pocket 20 investments that Parkwood had? You can answer 21 that yes or no, and then I can follow up with 22 more specific questions. 23 A I don't know specifically, but some 24 funds have allowances for it. I have never 25 utilized it, but we still have some very old</p>
<p style="text-align: right;">Page 276</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 investments that predates me that employed side 3 pockets. 4 Q Do you recall what those investments 5 are? 6 A The names of the managers you're 7 asking or are you asking for the assets within 8 the side pockets? 9 Q Both. If you recall the names of the 10 managers and the relevant assets, that would be 11 helpful. If you can only recall one, that is 12 fine too. 13 A I believe that an investment made in 14 [REDACTED] [REDACTED] [REDACTED] held side pockets that took quite a 17 while to liquidate. 18 Q Could you spell that for me, [REDACTED] [REDACTED] 20 A [REDACTED] 21 Q Is that the only -- withdrawn. 22 [REDACTED] 23 A [REDACTED] 24 Q Do you recall who the fund manager of 25 [REDACTED] was?</p>	<p style="text-align: right;">Page 277</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY 2 A [REDACTED] 3 Q Okay. Is that the only side pocket 4 investment that you can recall? 5 A At the moment, yes. 6 Q Does the name [REDACTED] refresh your 7 recollection? 8 A Yes. 9 Q What was [REDACTED] 10 A They were sort of known, I believe, 11 as [REDACTED] [REDACTED] 13 Q Do you know whether Parkwood had a 14 side pocket investment with [REDACTED] ? 15 A I believe it did. 16 Q Do you recall what happened to that 17 investment, whether Parkwood received money or 18 lost money on it? 19 A I don't know our basis so I can't 20 tell you if we made or lost money, but it was 21 invested [REDACTED] [REDACTED] And I believe there was a side 23 pocket, but I don't know specifically, but [REDACTED] [REDACTED]</p>

<p>1 CONFIDENTIAL - JONATHAN McCLOSKEY</p> <p>2 Thank you, Mr. McCloskey.</p> <p>3 MR. McDONALD: Okay. Your objection</p> <p>4 is noted for the record, although</p> <p>5 unexplained. I suppose at some point, if</p> <p>6 you want, you can explain your position to</p> <p>7 us, and we can take it from there. But in</p> <p>8 any event, I have no further questions --</p> <p>9 or I have no questions, so let's go off the</p> <p>10 record.</p> <p>11 VIDEO TECHNICIAN: The time is 6:18</p> <p>12 p.m. and we are going off the record.</p> <p>13</p> <p>14 (Time noted: 6:18 p.m.)</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>Page 282</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6 I, JONATHAN McCLOSKEY, do hereby</p> <p>7 certify under penalty of perjury that I have read</p> <p>8 the foregoing transcript of my deposition taken</p> <p>9 on May 3, 2021; that I have made such</p> <p>10 corrections as appear noted herein in ink,</p> <p>11 initialed by me; that my testimony as contained</p> <p>12 herein, as corrected, is true and correct.</p> <p>13</p> <p>14</p> <p>15 Signature: _____</p> <p>16</p> <p>17 Dated: _____</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>Page 283</p> <p>J U R A T</p>
<p>2 C E R T I F I C A T E</p> <p>3 STATE OF OHIO:</p> <p>4 I, MICHELE E. EDDY, shorthand reporter,</p> <p>5 do hereby certify that the witness whose</p> <p>6 deposition is hereinbefore set forth was duly</p> <p>7 sworn, and that such deposition is a true,</p> <p>8 correct, and full record of the testimony</p> <p>9 given.</p> <p>10 I further certify that I am not related</p> <p>11 to any of the parties to this action by blood or</p> <p>12 by marriage, and that I am in no way interested</p> <p>13 in the outcome of this matter.</p> <p>14 IN WITNESS WHEREOF, I have hereunto set</p> <p>15 my hand this 4th day of May, 2021.</p> <p>16</p> <p>17 _____</p> <p>18 MICHELE E. EDDY, Shorthand Reporter</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>Page 284</p> <p>2</p> <p>3</p> <p>4 WITNESS</p> <p>5 JONATHAN McCLOSKEY</p> <p>6 Examination by Mr. Sherwood</p> <p>7</p> <p>8</p> <p>9 - INDEX TO EXHIBITS -</p> <p>10 DEFENDANTS' EXHIBIT</p> <p>11 Exhibit 58 Document unidentified by witness</p> <p>12 Exhibit 59 April 20th, 2021, printout of</p> <p>13 Mr. McCloskey's biography on</p> <p>14 Parkwood's website,</p> <p>15 parkwoodcorp.com.</p> <p>16 Exhibit 60 IMS notes from Chaya regarding</p> <p>17 Winston</p> <p>18 Exhibit 61 Email forwarded to Jonathan</p> <p>19 McCloskey through the IMS</p> <p>20 system; second page contains an</p> <p>21 email from Ms. Slain to</p> <p>22 Mr. Aronowitz</p> <p>23</p> <p>24</p> <p>25</p>	<p>Page 285</p> <p>- INDEX TO WITNESSES -</p> <p>PAGE</p> <p>6</p> <p>11</p> <p>18</p> <p>129</p> <p>186</p> <p>186</p>